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*Attorneys for Debtors
and Reorganized Debtors*

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- Affects PG&E Corporation
- Affects Pacific Gas and Electric Company
- Affects both Debtors

* All papers shall be filed in the Lead Case,
No. 19-30088 (DM).

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**STIPULATION WITH
EP COUNTERPARTIES GROUP
EXTENDING TIME TO RESOLVE
CLAIMS, CAUSES OF ACTION, AND
DEFAULTS RELATING TO THE
ASSUMPTION OF ENERGY
PROCUREMENT AGREEMENTS**

Related Docket No. 8053

[No Hearing Date Requested]

1 PG&E Corporation and Pacific Gas and Electric Company, as debtors and
2 reorganized debtors (collectively, the “**Debtors**” or “**Reorganized Debtors**”) in the above-
3 captioned chapter 11 cases (the “**Chapter 11 Cases**”), and the non-Debtor counterparties to Energy
4 Procurement Agreements¹ listed on **Exhibit A** hereto (collectively, the “**EP Counterparties**
5 **Group**,” and, together with the Reorganized Debtors, the “**Parties**”) by and through their respective
6 counsel, hereby submit this stipulation (the “**Stipulation**”) for an Order extending the time provided
7 under the Confirmation Order for the Parties to attempt to resolve any Claims, Causes of Action,
8 or defaults relating to the assumption of any Energy Procurement Agreement in effect between the
9 Parties. The Parties hereby stipulate and agree as follows:

10 **RECITALS**

11 A. On June 20, 2020, the Court entered an Order [Docket No. 8053] (the
12 “**Confirmation Order**”) confirming the *Debtors’ and Shareholder Proponents’ Joint Chapter 11*
13 *Plan of Reorganization Dated June 19, 2020* [Docket No. 8048] (the “**Plan**”). The Plan became
14 effective on July 1, 2020 [Docket No. 8252].

15 B. Paragraph 43 of the Confirmation Order provides, among other things, that
16 all Energy Procurement Agreements were assumed pursuant to Article VIII of the Plan. Paragraph
17 43 of the Confirmation Order further provides that the parties to any such Energy Procurement
18 Agreements shall attempt to resolve any Claims, Causes of Action or defaults in the ordinary
19 course; provided that if no such resolution is reached within forty-five (45) days following the entry
20 of the Confirmation Order, either party may submit the dispute to the Court; provided further, that
21 the failure of either party to submit to the Court any such dispute following the expiration of such
22 45-day period shall not result in the discharge, release, or deemed satisfaction of the disputed
23 amount. Forty-five (45) days following entry of the Confirmation Order was August 4, 2020 (the
24 “**EP Objection Date**”). *See* Confirmation Order ¶ 43.

25 C. The Debtors have agreed to extend the EP Objection Date for the members
26 of the EP Counterparties Group as set forth herein.

27 ¹ Capitalized terms used but not herein defined have the meanings ascribed to them in the
28 Confirmation Order (as defined below).

1 **NOW, THEREFORE, UPON THE FOREGOING RECITALS, WHICH ARE**
2 **INCORPORATED AS THOUGH FULLY SET FORTH HEREIN, IT HEREBY IS**
3 **STIPULATED AND AGREED, BY AND BETWEEN THE PARTIES, THROUGH THE**
4 **UNDERSIGNED, AND THE PARTIES JOINTLY REQUEST THE COURT TO ORDER,**
5 **THAT:**

6 1. The EP Objection Date is extended for the members of the EP Counterparties
7 Group until September 3, 2020 at 4:00 p.m. (Prevailing Pacific Time), which date may be further
8 extended by agreement of the Parties without further order of the Court.

9 2. This Stipulation shall constitute the entire agreement and understanding of
10 the Parties relating to the subject matter hereof and shall supersede all prior agreements and
11 understandings relating to the subject matter hereof.

12 3. This Stipulation may be executed in counterparts, each of which shall be
13 deemed an original but all of which together shall constitute one and the same agreement.

14 4. The Bankruptcy Court shall retain jurisdiction to resolve any disputes or
15 controversies arising from this Stipulation.

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1 **Debtors and Reorganized Debtors**

2 Dated: August 7, 2020

3 WEIL, GOTSHAL & MANGES LLP
4 KELLER BENVENUTTI KIM LLP

5 /s/ *Matthew Goren*

6 Matthew Goren

7 *Attorneys for the Debtors and Reorganized Debtors*

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1 **Member of EP Counterparties Group**

2 Dated: August 7, 2020

3 By: /s/ Kenneth N. Klee

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15 *subsidiaries directly or indirectly owned or controlled in whole or in part by them*

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1 **Member of EP Counterparties Group**

2 Dated: August 7, 2020

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1 **Member of EP Counterparties Group**

2 Dated: August 7, 2020

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1 **Member of EP Counterparties Group**

2 Dated: August 7, 2020

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11 Wind Project Limited Partnership*

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1 **Member of EP Counterparties Group**
2

3 Dated: August 7, 2020
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5 MORGAN, LEWIS & BOCKIUS LLP
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10 *Attorney for AV Solar Ranch 1, LLC*
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1 **Member of EP Counterparties Group**

2 Dated: August 7, 2020

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15 *Attorneys for Consolidated Edison Development, Inc. on behalf of itself and its affiliates*

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1 **Member of EP Counterparties Group**
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3 Dated: August 7, 2020
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5 CROWELL & MORING LLP
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1 **Member of EP Counterparties Group**

2 Dated: August 7, 2020

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1 **Member of EP Counterparties Group**

2 Dated: August 7, 2020

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1 **Member of EP Counterparties Group**

2 Dated: August 7, 2020

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4 /s/ Jennifer Slocum

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9 LLC, Capital Dynamics, Inc., FTP Power, LLC, and their respective projects, affiliates, and
10 subsidiaries, directly or indirectly owned or controlled in whole or in part*

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1 **Member of EP Counterparties Group**

2 Dated: August 7, 2020

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23 *Counsel for Calpine Corporation, et al.*

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Exhibit A

Schedule of EPA Counterparties

- Consolidated Edison Development, Inc. on behalf of itself and its affiliates, including, without limitation, Alpaugh 50, LLC, Alpaugh North, LLC, CED Corcoran Solar, LLC, CED Corcoran Solar 3, LLC, CED White River Solar, LLC, CED White River Solar 2, LLC, Coram California Development, LP, CED Avenal Solar, LLC, CED Oro Loma Solar, LLC, CED Lost Hills Solar, LLC, Mesquite Solar 1, LLC, Copper Mountain Solar 1, LLC, Copper Mountain Solar 2, LLC, and Great Valley Solar 4, LLC
 - RE Mustang LLC, RE Mustang 3 LLC, RE Mustang 4 LLC, Avangrid Renewables LLC, Capital Dynamics, Inc., FTP Power, LLC, and their respective projects, affiliates, and subsidiaries, directly or indirectly owned or controlled in whole or in part, including, without limitation, CA Flats Solar 150, LLC, CA Flats Solar 130, LLC, Solar Star California XIII, LLC, 87RL 8me, LLC, 67RK 8me, LLC, 65 HK 8me, LLC, Aspiration Solar G, LLC, Bayshore Solar A, LLC, Bayshore Solar B, LLC, Bayshore Solar C, LLC, Western Antelope Blue Sky Ranch A, LLC, Adera Solar, LLC, Klondike Wind Power III LLC, Shiloh I Wind Project LLC, Gill Ranch Storage, LLC, Lost Hills Solar, LLC, Blackwell Solar, LLC, Parrey, LLC, and North Star Solar, LLC
 - Hatchet Ridge Wind, LLC
 - Mojave Solar LLC
 - AV Solar Ranch 1, LLC
 - NextEra Energy Partners, LP, NextEra Energy, Inc., and all projects, affiliates, and subsidiaries directly or indirectly owned or controlled in whole or in part by them
 - Topaz Solar Farms LLC
 - Calpine Corporation, on behalf of itself and its subsidiaries, including without limitation, Russell City Energy Company, LLC, Los Esteros Critical Energy Facility, LLC, Geysers Power Company, LLC, Gilroy Energy Center, LLC, Creed Energy Center, LLC, and Goose Haven Energy Center, LLC
 - Yuba City Cogeneration Partners, LP
 - EEN CA Blackspring Ridge I Wind Project L.P.
 - Enbridge Blackspring Ridge I Wind Project Limited Partnership
 - Vantage Wind Energy LLC
 - Kes Kingsburg, L.P